

# Union Pacific Corporation



Jack E. Jerrett  
Senior Corporate Attorney

2-030A045

January 30, 1992

JAN 30 11 21 AM '92  
MOTOR OPERATING UNIT

BY HAND

Mr. Sidney L. Strickland  
Secretary

Interstate Commerce Commission  
12th Street and Constitution Ave., NW  
Washington, DC 20423

JAN 30 1992 - 11 20 AM

Re: Locomotive Operating Lease Agreement,  
Dated November 7, 1991, Between Union  
Pacific Railroad Company and Electro-Motive  
Division, General Motors Corporation

Dear Mr. Strickland:

Enclosed for filing and recordation under Section 11303 of Title 49 of the United States Code are four (4) executed original counterparts of a Lease Agreement Termination (Partial), effective as of January 30, 1992 (the "Lease Termination"), between Electro-Motive Division, General Motors Corporation (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which this is connected is a Locomotive Operating Lease Agreement, dated as of November 7, 1991 (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission on December 11, 1991 and assigned Recordation No. 17618.

The names and addresses of the parties to the enclosed Lease Termination are as follows:

Owner-Lessor

Electro-Motors Division,  
General Motors Corporation  
9301 West 55th Street  
LaGrange, Illinois 60525

Lessee

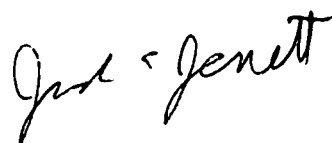
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

*Countersigned  
Robert E. Brown*

The Lease Termination provides for the termination of the Lease Agreement with respect to thirty-two (32) General Motors SD-60 Diesel-Electric Locomotives with road numbers 6269-6298, inclusive, 6300 and 6301.

I have also enclosed a check for \$16.00 to the order of the Interstate Commerce Commission to cover the fee associated with the filing and recordation of the enclosed Lease Termination. Please time and date stamp three of the enclosed counterparts along with the enclosed extra copy of this letter as proof of filing and recordation of the enclosed documents and return the same to the waiting messenger.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jack S. Jenett".

JEJ:ccm  
Enclosures

cc: Mr. Keith McCanless

LEASE AGREEMENT TERMINATION  
(PARTIAL)

RECORDED NO. 17618 A  
JAN 30 1992 -11 30 AM  
INTERSTATE COMMERCE COMMISSION

This terminates the Locomotive Operating Lease Agreement, dated November 7, 1991, ("Lease"), between Union Pacific Railroad Company ("Railroad"), a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation, only with respect to the Locomotives, as therein defined, bearing road numbers 6269-6298, inclusive, and 6300 and 6301 (hereinafter referred to as the "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to the Locomotives bearing road numbers 6299 and 6302-6312, inclusive, continues in full force and effect.

WHEREAS, the Lease was duly filed for recordation with the ICC pursuant to 49 U.S.C. Section 11303 on December 11, 1991 at 9:55am, Recordation No. 17618.

WHEREAS, the parties hereto desire to terminate and cancel the Lease only with respect to the Terminated Equipment and to record such termination and cancellation.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree to:

- (i) hereby terminate and cancel the Lease with respect to the Terminated Equipment, effective January 30, 1992;
- (ii) record this Agreement with the ICC so as to release the lien of the Lease against the Terminated Equipment;
- (iii) continue the Lease and the above-mentioned recordation with the ICC in full force and effect with respect to the Locomotives bearing road numbers 6299 and 6302-6312, inclusive;
- (iv) execute this Agreement in one or more counterparts (or upon separate signature pages bound together in one or more counterparts), each of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed in their names by their officers, thereunder duly authorized, and their corporate seals affixed, as of the 30th day of January, 1992.

UNION PACIFIC RAILROAD COMPANY

By: John D. Hansen  
Title: Assistant Treasurer

Attest: Twitaker  
Assistant Secretary

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

By: Legner  
Title: ASSISTANT SECRETARY

Attest: Brown

State of Illinois )  
County of Cook ) ss.

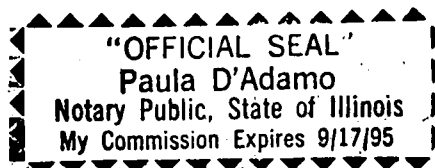
On this \_\_\_\_\_ day of \_\_\_\_\_, 1992,  
before me personally appeared Keith A. McCanless, to me  
personally known, who, being by me duly sworn, did say that  
he is an Assistant Secretary of Electro-Motive Division,  
General Motors Corporation, that the instrument was signed on  
behalf of such corporation by authority of its Board of  
directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of such  
corporation.



Notary Public

My commission expires:

\_\_\_\_\_



State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 1992,  
before me personally appeared, to me personally known, who,  
being by me duly sworn, did say that he is a \_\_\_\_\_  
of the Union Pacific Railroad Company that the instrument was  
signed on behalf of such corporation by authority of its  
Board of Directors, and he acknowledged that the execution of  
the foregoing instrument was the free act and deed of such  
corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

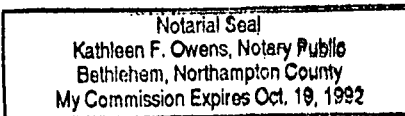
COMMONWEALTH OF PENNSYLVANIA )  
 ) SS:  
COUNTY OF LEHIGH )

On this the 29th day of January, 1992, before me, a notary public, personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, did say that he is an Assistant Treasurer of the Union Pacific Railroad Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Kathleen F. Owens  
Notary Public

My commission expires:

\_\_\_\_\_



Member, Pennsylvania Association of Notaries